

18075

McGLINCHEY STAFFORD LANG

A LAW CORPORATION

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DEC 31 1992-10:15 AM

DEC 31 1992-10:22 AM

December 30, 1992

INTERSTATE COMMERCE COMMISSION 806 A004

INTERSTATE COMMERCE COMMISSION

Secretary

Interstate Commerce Commission

Twelfth Street & Constitution Avenue N.W.

Washington, D.C. 20423

Attention: Ms. Mildred Lee, Room 2303

18075

DEC 31 1992-10:15 AM

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

- Kevin L. Butler
1. Two (2) executed originals of an Equipment Trust Agreement, a primary document, dated as of December 30, 1992, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., as Trustee:
 2. Two (2) executed originals of an Assignment, a primary document, dated December 30, 1992, between Trinity Industries Leasing Company ("Assignor") and NationsBank of Texas, N.A., as Trustee ("Assignee"); and
 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 30, 1992, between Trinity Industries Leasing Company ("Seller") and NationsBank of Texas, N.A., as Trustee ("Buyer").

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of NationsBank of Texas, N.A., the Trustee is 901 Main Street, 16th Floor, Dallas, Texas 75202.

The railroad equipment covered by the Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of tank, hopper, and intermodal cars intended for use relating to interstate commerce.

Approved by [Signature]

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

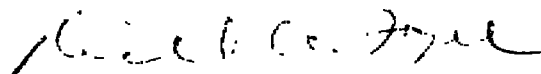
Enclosed is our firm's check in the amount of \$48.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Equipment Trust Agreement, the Assignment and the Bill of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Equipment Trust Agreement, a primary document, dated as of December 30, 1992, between Trinity Industries Leasing Company (as vendor and lessee), and NationsBank of Texas, N.A., as Trustee, and covering 684 railroad cars, including tank, hopper, and intermodal cars, and (ii) Assignment, a primary document, dated December 30, 1992, between Trinity Industries Leasing Company (as Assignor), and NationsBank of Texas, N.A., as Trustee, and covering 593 railroad cars, including tank, hopper, and intermodal cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 30, 1992, between Trinity Industries Leasing Company (as Seller), and NationsBank of Texas, N.A., as Trustee (as Buyer), and covering various railroad cars, and connected to an Equipment Trust Agreement referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

RAF:ps

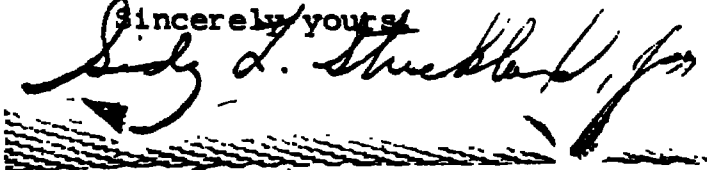
Interstate Commerce Commission
Washington, D.C. 20423

12/31/92

OFFICE OF THE SECRETARY

Richard A. Fogel
McGlinchey Stafford Lang
2525 Stemmons Freeway
Suite 352
Dallas, Texas 75207
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/31/92 at 10:35am , and assigned recordation number(s). 18075 18075-A & 18075-B

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

EXHIBIT A

QUANTITY & TYPE	CLASS	CAPACITY	INITIALED CAR NUMBERS	DATE OF EARLIEST SERVICE	TERM OF LEASE	MONTHLY RENTAL
84 HOPPER CARS	LO	4,000 CU FT	ACEX 4100-4183	NOV 92	15 YRS	39,900
30 TANK CARS	111A100W1	25,498 GAL	TILX 250137-250166	JUL 92	10 YRS	16,140
16 TANK CARS	111A100W1	14,425 GAL	TILX 140000-140015	OCT 92	10 YRS	10,848
6 TANK CARS	111A100W1	20,462 GAL	TILX 220034-220039	OCT 92	10 YRS	3,720
8 TANK CARS	111A100W1	20,413 GAL	TILX 220026-220033	AUG 92	10 YRS	5,096
7 TANK CARS	111A100W1	23,589 GAL	TILX 260700-260706	AUG 92	5 YRS	3,766
50 TANK CARS	105J400W	33,565 GAL	EDUX 569053-569102	SEP 92	15 YRS	34,300
55 TANK CARS	111A100W1	25,498 GAL	TBPX 25091-25145	JUL 92	15 YRS	24,475
8 TANK CARS	112J340W	33,687 GAL	TILX 301048-301055	OCT 92	5 YRS	5,760
9 TANK CARS	111A100W1	23,589 GAL	TILX 260732-260740	DEC 92	10 YRS	5,310
5 TANK CARS	111A100W1	13,818 GAL	TILX 135270-135274	DEC 92	10 YRS	3,050
45 TANK CARS	111A100W1	13,818 GAL	TILX 135275-135319	DEC-JAN 93	10 YRS	27,450
1 TANK CAR	111A100W1	29,947 GAL	TILX 190162	AUG 92	5 YRS	525
35 HOPPER CARS	LO	4,301 CU FT	OLNX 055501-055516	NOV 92	15 YRS	23,302
			OLNX 055520-055522			
			OLNX 055525-055527			
			OLNX 055529-055536			
			OLNX 055538-055541, 055543			
28 TANK CARS	105J400W	33,565 GAL	TILX 400256-400283	OCT 92	10 YRS	21504
29 TANK CARS	105J400W	33,565 GAL	TILX 400284-400312	OCT 92	10 YRS	22,736
12 HOPPER CARS	LO	5,851 CU FT	TILX 59000-59002, 59006	DEC 92	5 YRS	6,060
			TILX 59008, 59015, 59028, 59039			
			TILX 59051, 59055, 59063, 59065			
12 INTERMODAL	WELL CARS	125 TON	DPTX 74226-74237	AUG 92	1 YR	20,076
160 HOPPER CARS	LO	4,000 CU FT	DGHX 009100-009183	OCT 92	15 YRS	79,800
			DGHX 009200-009283			
56 TANK CARS	111A100W1	23,589 GAL	TILX 260741-260796	DEC-JAN 93	10 YRS	33,040
20 TANK CARS	105J400W	33,565 GAL	TILX 400236-400255	SEP 92	10 YRS	15,360
684						402,218

18075/B
TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 10

Bill of Sale

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 30th day of December, 1992, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of December 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

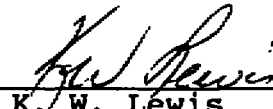
That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Five Hundred Ninety-Three (593) railroad cars described in Exhibit A-1 and more particularly identified in Exhibit B-1 and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B-1, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:


K. W. Lewis
Senior Vice President

[SEAL]

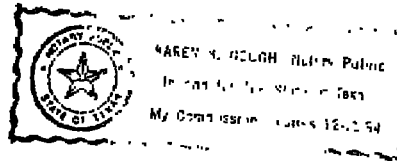
ATTEST:


Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 30th day of December, 1992 before me, personally appeared K.W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen K. Dough
Signature of Notary Public



My Commission expires:

12-11-94

EXHIBIT A-1

QUANTITY & TYPE	CLASS	CAPACITY	INITIALED CAR NUMBERS	DATE OF EARLIEST SERVICE	TERM OF LEASE	MONTHLY RENTAL
84 HOPPER CARS	LO	4,000 CU FT	ACEX 4100-4183	NOV 92	15 YRS	39,900
30 TANK CARS	111A100W1	25,498 GAL	TILX 250137-250166	JUL 92	10 YRS	16,140
16 TANK CARS	111A100W1	14,425 GAL	TILX 140000-140015	OCT 92	10 YRS	10,040
6 TANK CARS	111A100W1	20,462 GAL	TILX 220034-220039	OCT 92	10 YRS	3,720
8 TANK CARS	111A100W1	20,413 GAL	TILX 220026-220033	AUG 92	10 YRS	5,096
7 TANK CARS	111A100W1	23,589 GAL	TILX 260700-260706	AUG 92	5 YRS	3,766
50 TANK CARS	105J400W	33,565 GAL	ECUX 569053-569102	SEP 92	15 YRS	34,300
55 TANK CARS	111A100W1	25,498 GAL	IBPX 25091-25145	JUL 92	15 YRS	24,475
8 TANK CARS	112J340W	33,687 GAL	TILX 301048-301055	OCT 92	5 YRS	5,760
9 TANK CARS	111A100W1	23,589 GAL	TILX 260732-260740	DEC 92	10 YRS	5,310
5 TANK CARS	111A100W1	13,818 GAL	TILX 135273,135282,135285 TILX 135288,135292	DEC 92	10 YRS	3,050
1 TANK CAR	111A100W1	29,947 GAL	TILX 190162	AUG 92	5 YRS	525
35 HOPPER CARS	LO	4,301 CU FT	OLNX 055501-055516 OLNX 055520-055522 OLNX 055525-055527 OLNX 055529-055536 OLNX 055538-055541,055543	NOV 92	15 YRS	23,302
28 TANK CARS	105J400W	33,565 GAL	TILX 400256-400283	OCT 92	10 YRS	21504
29 TANK CARS	105J400W	33,565 GAL	TILX 400284-400312	OCT 92	10 YRS	22,736
12 HOPPER CARS	LO	5,051 CU FT	TILX 59000-59002,59006 TILX 59008,59015,59020,59039 TILX 59051,59055,59063,59065	DEC 92	5 YRS	6,060
12 INTERMODAL	WELL CARS	125 TON	DDTX 74226-74237	AUG 92	1 YR	20,076
168 HOPPER CARS	LO	4,000 CU FT	DGHX 009100-009183 DGHX 009200-009283	OCT 92	15 YRS	79,800
10 TANK CARS	111A100W1	23,589 GAL	TILX 260741-260749,260751	DEC 92	10 YRS	5,900
20 TANK CARS	105J400W	33,565 GAL	TILX 400236-400255	SEP 92	10 YRS	15,360
593						347,620

EXHIBIT B-1

1. Railroad Car Net Lease Agreement, dated October 16, 1992, between Trinity Industries Leasing Company and ACE Cogeneration Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
84	4,000 Cu. Ft. LO Open Top Hopper Cars	ACEX 4100-4183

2. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	25,498 Gal. 111A100W1 Tank Cars	TILX 250137-250166

3. Railroad Car Lease Agreement, dated June 3, 1992, between Trinity Industries Leasing Company and Albright & Wilson Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	14,425 Gal. 111a100W1 Tank Cars	TILX 140000-140015

4. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	20,462 Gal. 111A100W1 Tank Cars	TILX 220034-220039

5. Railroad Car Lease Agreement, dated August 12, 1992, between Trinity Industries Leasing Company and BF Goodrich Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	20,413 Gal. 111A100W1 Tank Cars	TILX 220026-220033

6. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to EI DuPont de Nemours & Co., Inc.) covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	23,589 Gal. 111A100W1 Tank Cars	TILX 260700-260706

7. Railroad Car Lease Agreement, dated December 14, 1992, between Trinity Industries Leasing Company and Exxon Chemical covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	33,565 Gal. 105J400W Tank Cars	ECUX 569053-569102

8. Railroad Car Net Lease Agreement, dated March 7, 1983 between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	25,498 Gal. 111A100W1 Tank Cars	IBPX 25091-25145

9. Railroad Car Lease Agreement, dated May 25, 1979, between Trinity Industries Leasing Company and ARCO Chemical Company (name changed to Lyondell Petrochemical Company) covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	33,687 Gal. 112J340W Tank Cars	TILX 301048-301055

10. Railroad Car Lease Agreement, dated May 7, 1990, between Trinity Industries Leasing Company and Minnesota Corn Processors, Inc. covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	29,947 Gal. 111A100W1 Tank Cars	TILX 190162

11. Railroad Car Net Lease Agreement, dated January 22, 1992, between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
35	4,301 Cu. Ft. LO Covered Hopper Cars	OLNX 055501-055516 055520-055522 055525-055527 055529-055536 055538-055541 055543

12. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company, covering the following described railroad cars (Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	33,565 Gal. 105J400W Tank Cars	TILX 400236-400255

13. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company, covering the following described railroad cars (Rider 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	33,565 Gal. 105J400W Tank Cars	TILX 400256-400283

14. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company, covering the following described railroad cars (Partial Rider 11):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
29	33,565 Gal. 105J400W Tank Cars	TILX 400284-400288 400290-400313

15. Lease Agreement, dated June 5, 1992, between Trinity Industries Leasing Company and TTX Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	125 Ton Intermodal Well Cars	DTTX 74226-74237

16. Railroad Car Lease Agreement, dated May 13, 1992, between Trinity Industries Leasing Company and MAPCO Alaska Petroleum, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	23,589 Gal. 111A100W3 Tank Cars	TILX 260732-260749 260751

17. Agreement, dated September 1, 1992, between Trinity Industries Leasing Company and Marsulex Inc., covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	13,818 Gal. 111A100W1 Tank Cars	TILX 135273, 135282 135285, 135288 135292

18. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company covering the following described railroad cars (Parital Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	5,851 Cu. Ft.	TILX 59000-59002
	LO Covered	59006, 59008
	Hopper Cars	59015, 59028
		59039, 59051
		59055, 59063
		59065

19. Railroad Car Net Lease Agreement, dated May 14, 1992, between Trinity Industries Leasing Company and North American Chemical Company covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
168	4,000 Cu. Ft.	DGHX 009100-009183
	LO Opened	009200-009283
	Hopper Cars	